# TAFT, STETTINIUS & HOLLISTER

# 1800 STAR BANK CENTER

425 WALNUT STREET

CINCINNATI, OHIO 45202-3957

513-381-2838 CABLE: TAFTHOL TWX: 810-461-2623 FAX: 513-381-0205

WASHINGTON, D.C. OFFICE 625 INDIANA AVENUE, N.W. WASHINGTON, D.C. 20004-2901 202-628-2838 FAX: 202-347-3419

COLUMBUS, OHIO OFFICE 33 NORTH HIGH STREET COLUMBUS, OHIO 43215-3022 614-221-2838 FAX: 614-221-2007

COVINGTON, KENTUCKY OFFICE 1717 DIXIE HIGHWAY, SUITE 340 COVINGTON, KENTUCKY 41011-2783 606-331-2838 513-381-2838 FAX: 513-381-6613

2-079A003

March 11, 1992

STEPHEN M. GRIFFITH, JR JAMES E. BRITAIN MARTIN MCHENRY MICHAEL A. BYERS CHRISTINE M. ZIMMER PATRICIA O. LOWRY JEFFREY S. SCHLOEMER SCOTT P. KADISH JEFFREY MARKS LAWRENCE K HOYT PATRICK J. MITCHELL SUSAN E WHEATLEY MARK A. FERGUSON RONALD C CHRISTIAN MARK J. RUEHLMANN T SCOTT BUCEY ARRAM S GORDON MICHAEL E DOFRANK JENNIFER BUSH OLANO JOSEPH R PROFACI\*+ FREDERICK H BURTON KENNETH L. LAWSON SCOTT T. GREENWOOD KATHRYN A. LEDIG\* TAMMY P. HAMZEHPOUR JOHN H. PHILLIPS PATRICIA D. BRAXTON WESTON W. WORTHINGTON\*\*\* TERESA BOLYARD KEITH WILLIAM E. NAKASIAN\*\* STEPHEN D. LERNER ANDREW L WOODS-+
J. DONALD MOTTLEY
DAVID E. CARTER
EARL K MESSER-STEVEN D. PHILLIPS SUSAN M STOCKTON THOMAS J SARAKATSANNIS

MARGARET C COLLOTON THOMAS E. GROSSMANN M. FREEMAN DURHAM RAYMOND W LEMBKE ROBERT S CORKER LAURA A. RINGENBACH BRIAN P. GILLAN SAMUEL M DURAN DAVID G KRALL
PHILIP F SCHULTZ
ROBERT A. WINTER, JR.\*\*\* JOHN HARLESTON MICHAEL R. RICKMAN MICHAEL C. LUEDER M. BRADFORD SANDERS DOREEN CANTON
JOAN A. HEFFERNAN
MARCIA VOORHIS ANDREW GREGORY PARKER BOOFES GHEGORY PARKER H JULIAN B. BELL III MARIA R. SCHAEFER MARK G. KOBASUK MITCHELL D MOCRATE ELIZABETH YORK SCHIFF GREGORY C. LUKE CHARLES H. PANGBURN III ROBERT A. BILOTT STEPHEN H. JETT RUSSELL S. SAYRE PATRICIA L HERBOLD JULIANA M. PARIS\*\* JAMES J BARRESI JAN-MICHELE LEMO KATHLEEN J. MOONEY KAREN D SMITH KENNETH D WOODROW

OF COUNSEL! J. MACK SWIGERT

MURRAY S MONROE
JAMES R BRIDGELAND JR
FRANK H STEWART
JAMES J. RYAN
ROBERT J TOWNSEND
THOMAS Y. ALLMAN
JEROLD A FINK
J ALAN LIPS
GERALD J. RAPIEN

HENRY C KASSON

THOMAS C. HILL THOMAS T. TERP ROGER A WEBER

ROBERT E RICH
JAMES M. ANDERSON
G. JACK DONSON, JR
RICHARD D SPOOR\*\*\*

JOHN J TIGERT VI\*+ TIMOTHY P NAGY\*\* W STUART DORNETTE

J. THOMAS CRUTCHER

DANIEL J. HOFFHEIMER JOHN J. MCCOY TIMOTHY P. REILLY

DONALD M HEMMER\*\*\* KIM K. BURKE CHARLES MICHAEL STEPHAN

JAMES H. BRUN

BRENDA M. KLOOS

ROBERT B CRAIG ...

J. MACK SWIGERT
LEONARD A WEAKLEY
ROBERT TAFT, JR
ROBERT T KEELER
SYDNOR I DAVIS
WILLIAM V FINN
CYNTHIA F. BLANK
FRANCIS V GUDORF
ETEVEN N STEIN STEVEN N STEIN FREDERICK D NELSON

17735

WASHINGTON, D.C. OFFICE MAGNINGTON, D. C. OPPICE "COUNDUS, OHIO OPPICE "COVINGTON, KENTUCKY OPPICE

3

## CERTIFIED MAIL RETURN RECEIPT REQUESTED

ROBERT G STACHLER

WILBUR L COLLINS L CLIFFORD CRAIG WILLIAM K ENGEMAN

RONAL R NEWBANKS

G DAVID SCHIERING

R. JOSEPH PARKER TIMOTHY E HOBERG RICHARD S ROBERTS

DAVID L. JOHNSON\*\*

DONALD C HESS

POSS E WALES
JAMES M HALL, JR
TIMOTHY J QUINN

EDWARD D DILLER

TIMOTHY J HURLEY STEVEN W WEEKS WILLIAM J. SEITZ III

THOMAS R SCHUCK

MICHAEL J ZAVATSKY MARK J STEPANIAK GERALD S GREENBERG MARGARET AVRIL LAWSON

TOSHIO NAKAO\*+ ELIZABETH A. GALLOWAY

LAWRENCE D WALKER\*\*

THOMAS D. HEEKIN MELVIN S SHOTTEN STEPHEN M NECHEMIAS

MAR 19 1992 - リニュ AM

INTERSTATE COMPLETE COMMISSION

Mr. Sydney L. Strickland Secretary Interstate Commerce Commission 12th Street & Constitution Ave., N.W. Washington, D.C. 20423

Dear Mr. Strickland:

I have enclosed herewith an original and one copy of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document is a Bill of Sale, a primary document, dated August 30, 1991.

The names and addresses of the parties to the document are as follows: ន

**BUYER:** 

The David J. Joseph Company

300 Pike Street

Cincinnati, Ohio 45202

SELLER:

The Greenbrier Companies

One Centerpointe Drive, Suite 200

Lake Oswego, OR 97035

The equipment covered by the enclosed document is one hundred (100) boxcars and forty (40) woodchip gondola railcars currently bearing the reporting marks set forth in Appendix A hereto.

Mr. Sydney L. Strickland March 11, 1992 Page 2

₹Q: - %

A fee of \$16.00 is enclosed. Please return the original executed copy of the enclosed document to:

Philip F. Schultz, Esq. Taft, Stettinius & Hollister 1800 Star Bank Center 425 Walnut Street Cincinnati, OH 45202-3957

A short summary of the document to appear in the index follows:

Bill of Sale from The Greenbrier Companies, One Centerpointe Drive, Suite 200, Lake Oswego, OR 97035 to The David J. Joseph Company, 300 Pike Street, Cincinnati, Ohio 45202 dated August 30, 1991 and covering one hundred (100) boxcars and forty (40) woodchip gondola railcars.

Please call me if you should have any questions.

Yours truly,

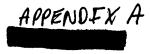
Philip / Schult

Attorney for

The David J. Joseph Company

PFS/bv Enclosure

iccor.djj





*::*-

# Description of Equipment

### EQUIPMENT

One hundred (100) 50' 100-ton zero age rebuilt boxcars, bearing reporting marks and numbers as follows:

CRLE 10300 through CRLE 10399, inclusive

Leased to:

Champion International One Champion Plaza Stamford, CT 06921

Forty (40) 100-ton 7,452 cubic foot, rotary dump, refurbished woodchip gondola cars bearing reporting marks and numbers as follows:

WVCX 2120 through WVCX 2159, inclusive

Leased to:

Westvaco Corporation 299 Park Avenue

New York, NY 10171

PURCH/PO80711.DJC

17735

CERTIFICATE

MAR 19 1992 - AM

INTERSTATE COMMENCE COMMISSION

The undersigned, Stephen M. Griffith, Jr., a notary public in and for the County of Hamilton, State of Ohio, hereby certifies that the copy of the document attached hereto has been compared with the original and that the undersigned has found the copy to be complete and identical in all respects to the original document.

Notary Public/

STEPHEN M. GRIFFITH, JR., Attorney at Law NOTARY PUBLIC - STATE OF OHIO My Commission has no expiration date. Section 147.03 O.R.C4





#### BILL OF SALE

MAR 19 1992 -9 == AM

KNOW ALL MEN BY THESE PRESENTS, that Greenbrief (COMMISSION)
Railcar, Inc. ("Seller"), for valuable consideration received from The David J. Joseph Company ("Purchaser"), the receipt and sufficiency of which is hereby acknowledged, has bargained, sold, transferred, assigned, set over and conveyed, and by these presents does bargain, sell transfer, assign, set over and convey unto the Purchaser, its successors and assigns forever, free and clear of all liens, claims, and encumbrances of any nature whatsoever, except certain leases between Greenbrier Railcar, Inc. and lessees identified on Exhibit C.1, all of the personal property (the "Equipment") listed in Exhibit C.1 hereto, including any Manufacturer's Warranties or other warranties which Seller owns or is entitled to.

TO HAVE AND TO HOLD the Equipment unto the Purchaser, its successors and assigns, to its and their own use and behalf forever.

Seller hereby affirms, represents, and warrants that it has full right, title, and interest in and to the Equipment free of all liens, claims and encumbrances of any kind or nature whatsoever, except for the Leases listed on Exhibit C.2 hereto.

Seller, for itself and its successors and assigns, further covenants and agrees to do, execute and deliver, or to cause to be done, executed and delivered, all such further acts, transfers, and assurances, reasonably requested by Purchaser for the better assuring, conveying and confirming unto Purchaser and its successors and assigns, and all singular, the Equipment hereby bargained, sold, assigned, transferred, set over and conveyed, as Purchaser and its successors and assigns shall request.

This Bill of Sale and the terms of that certain Purchase Agreement between Seller and Purchaser dated as of August 30, 1991 and the representations, warranties, and covenants herein contained shall inure to the benefit of Purchaser and its successors and assigns, shall be binding upon Seller and its successors, assigns, and transferees, shall survive the execution and delivery hereof.

IN WITNESS WHEREOF, Seller has caused this Bill of Sale to be executed as of August 30, 1991.

SELLER:
GREENBRIER RAILCAR, INC.
BY: NORRIS M WEBB
TITLE: Vice President

#### EXHIBIT C.1



# Description of Equipment

#### EOUIPMENT

One hundred (100) 50' 100-ton zero age rebuilt boxcars, bearing reporting marks and numbers as follows:

CRLE 10300 through CRLE 10399, inclusive

Leased to:

Champion International One Champion Plaza Stamford, CT 06921

Forty (40) 100-ton 7,452 cubic foot, rotary dump, refurbished woodchip gondola cars bearing reporting marks and numbers as follows:

WVCX 2120 through WVCX 2159, inclusive

Leased to:

Westvaco Corporation 299 Park Avenue

New York, NY 10171

PURCH/P080711.DJC

### EXHIBIT C.2



## <u>Leases</u>

- (1) Lease Agreement between Greenbrier Railcar, Inc. as Lessor, and Champion International as Lessee, dated as of August 7, 1990.
- (2) Lease Agreement between Greenbrier Railcar, Inc. as Lessor, and Westvaco Corporation as Lessee, dated as of December 14, 1990

PURCH/P080711.DJC

STATE OF Oregon
) SS:
COUNTY OF Chackanas)

On this 17th day of December, 1991, before me the
subscriber, Janet & Heelson, a Notary Public, duly
commissioned, qualified and acting, within and for said County and
State, appeared in person and within named Norriss M. WEBS to
me personally known, who stated and acknowledged that he is the
Vice President of Scentra aculian, Inc., a
Welcure corporation, and duly authorized by authority
of the Board of Directors or by-laws of said corporation in his
capacity as such officer to execute and acknowledge the foregoing
instrument for and in the name and on behalf of said corporation
and further stated and acknowledged that he has so signed, executed
and delivered the foregoing instrument as the free and voluntary
act and deed of said corporation, for the consideration, uses and
purposes therein mentioned and set forth and desired that the same
might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 17th day of Accombe , 1991.

Jant Ellusson (Notary Signature)

My commission expires:

5/28/94